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Department of State.

CERTIFICATE OF INCORPORATION

I, FRED E. LUKENS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of the

COLEMBIA GORGE MINING COMPANY

was filed in the office of the Secretary of State on the **eighteenth** day
of **July** A. D. One Thousand Nine Hundred **thirty** and
is duly recorded in Book **A-24** of Record of Domestic Corporations, of the State of Idaho,
and that the said articles contain the statement of facts required by Section 3 of Chapter 262 of
the 1929 Session Laws of the State of Idaho.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

fifty years from the date hereof, with its registered office in this State located at
KELLOGG in the County of **Shoshone, Idaho**.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed

the Great Seal of the State. Done at Boise City,
the Capital of Idaho, this **18th** day
of **July**, in the year of our Lord
one thousand nine hundred and **thirty**,
and of the Independence of the United States of
America the One Hundred and **Fifty-fifth**.

A R T I C L E S
O F
I N C O R P O R A T I O N

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, all of whom are natural persons of full age and citizens of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and we hereby certify in writing:

I.

That the name of said corporation shall be COLUMBIA GORGE MINING COMPANY.

II.

That the purposes for which this corporation is formed are to prospect for, locate, acquire by discovery, lease, license, option, purchase, franchise, grant, gift, devise, or otherwise hold, possess, enjoy, develop, mine, work, operate and exploit mines, mineral lands and claims, mining rights, metalliferous land and rights in Idaho, or elsewhere. Also to carry on the business in all its various branches of mining for gold, silver, tin, lead, iron and coal and other metals.

To construct, purchase, or otherwise acquire, maintain and operate, tunnels, sluices, reservoirs, ditches for mining, irrigation and transportation purposes. Also to purchase, lease, or otherwise acquire land, mills, mill sites, tunnel sites, buildings, machinery, power houses, pumping plants, pump machinery, dump rights, flume rights, pipes, ditch rights, pipe lines, private railways, private tramways, private roads, easements, franchises, and licenses. Also to purchase, construct, lease, or otherwise acquire, operate and maintain, electric lighting and power plants and buildings, machinery, appliances and equipment

appertaining thereto. To purchase, construct, lease, or otherwise acquire, operate and maintain telegraph and telephone lines for the transmission of messages and sound by electricity. To furnish gas, water, electricity, power, heat, and light for mining, milling, agricultural, domestic, and other uses and purposes and to sell, lease, or dispose of the same to such persons or corporations, and for such price or prices and on such terms and conditions as to this corporation may seem proper. To develop, sell, store, contract for, and generally deal in and dispose of to such persons or corporations, and for such price or prices and on such terms and conditions as to this corporation may seem proper, electrical and other power for the generation, distribution, and supply of electricity for mining, heating and power purposes. To purchase, lease, or otherwise acquire, construct, and maintain plants for the purpose of extracting values from the refractory ores. To purchase, treat, refine, extract, reduce, crush, calcine, smelt, concentrate, and manipulate all kinds of ores, minerals and metalliferous substances with a view to obtaining therefrom gold, silver, tin, lead, copper, iron and other metals, combinations of metals or other valuable substances with a view to preparing the same for market. Generally to engage in smelting, reducing, crushing, refining, milling, treating, assaying, and selling minerals and ores of all kinds, classes, and descriptions. To buy, sell, manufacture, and generally deal in machinery, blasting powder, and high explosives of every description, fuses, caps, implements, candles and conveniences suitable for use in connection with mining and metallurgical operations. To purchase, lease or otherwise acquire lands for the purpose of erecting thereon office buildings, plants, workshops, dwelling houses, warehouses, stores, hotels, and other buildings in connection with the foregoing purposes.

To invest in, take over, buy, sell, pledge, and exchange

incorporated under the laws of the several commonwealths or under the law of any foreign country; to make advances upon, hold in trust, buy and sell on commission, sell or dispose of any of the investments aforesaid or to act as auditor for any of the above, or like purposes. To hold, purchase, or otherwise acquire, to sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds and securities issued or created by other corporations, and while the holder thereof to exercise all the rights and privileges of ownership, including the right to vote thereon. To cause or allow the legal title, estate, and interest in any property acquired, established, or carried on by the company to remain or to be vested, or registered in the name of, or carried on by any other company or companies, foreign or domestic, formed or to be formed, and either upon trust for, or as agent or nominees of this company, or upon any other terms or conditions which the board of directors may consider for the benefit of this company, and to manage the affairs or take over and carry on the business of such company or companies so formed, or to be formed, either by acquiring the shares, stocks, or other securities thereof, or otherwise howsoever, or to exercise all or any of the powers of holders of shares, stocks or securities thereof, and to receive and distribute as profits the dividends and interest on such shares, stocks or securities. To guarantee the payment of dividends or interest on any share, stocks, debentures or other securities issued by or any other contract, or obligation, of any corporation when in the judgment of its directors the same is proper or necessary for the business of the company and provided the required authority be first obtained from the board of directors for the purpose. To remunerate any person or persons, or corporations for services rendered to, or to be rendered in placing or assisting to place or guaranteeing the placing of any shares of the company's

capital, or any debenture or other securities of the company, or in or about the formation or promotion of the company or the conduct of its business.

III.

That the amount of capital stock is \$750,000.00, divided into 3,000,000 shares of the par value of twenty-five cents (25¢) per share.

IV.

That the principal office and place where the principal business of the corporation is to be transacted is the City of Kellogg, Shoshone County, State of Idaho, but branch offices may be established elsewhere, either within or without the State of Idaho.

V.

The term for which said corporation is to be in existence is fifty (50) years.

VI.

The number of directors of said corporation shall be not less than three (3) nor more than nine (9).

VII.

The amount of capital stock of said corporation which has been actually subscribed is twenty-five hundred shares and the following are the names of the subscribers with the number and par value of the shares subscribed for by each:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
A. C. BEAL, Spokane, Washington,	500	\$125.00
LESTER S. HARRISON, Kellogg, Idaho,	500	\$125.00
C. HAROLD EASTER, Kellogg, Idaho,	500	\$125.00
W. H. LANG, Kellogg, Idaho,	500	\$125.00
M. A. MILLER, Kellogg, Idaho,	500	\$125.00

IN WITNESS WHEREOF, we have hereunto set our hands this

9th day of July, A. D. 1930.

A. O. Reed

Walter S. Harrison
Charles Carter
J. M. Lang
M. J. Meeker

STATE OF IDAHO)
) ss.
COUNTY OF SHOSHONE)

On this 9th day of July, A. D. 1930, before me,
SARAH E. HUBER, a Notary Public in and for the State of Idaho,
personally appeared A. C. BEAL, LESTER S. HARRISON, C. HAROLD
EASTER, W. H. LANG AND M. A. MILLER, known to me to be the parties
who executed the foregoing instrument and acknowledged to me that
they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my notarial seal the day and year in this certificate
first above written.

Sarah E. Huber
Notary Public in and for the State of
Idaho, residing at Kellogg, Idaho.



Department of State.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

*I, FRANKLIN GIRARD, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the
COLUMBIA GORGE MINING COMPANY*

*a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed
in this office on the Nineteenth day of November 1936,*

*original articles of amendment, as provided by Sections 23-145 and 23-146, Idaho Code
annotated, changing the corporate name to*

SILVER BOWL, INC.

*and that the said articles of amendment contain the statement of facts required by law, and are
recorded in Book A-³⁰ of Record of Domestic Corporations of the State of Idaho.*

I THEREFORE FURTHER CERTIFY, That the corporate name has been changed to

SILVER BOWL, INC.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed

*the Great Seal of the State. Done at Boise City,
the Capital of Idaho, this 19th day
of November, in the year of our Lord
one thousand nine hundred thirty-six,
and of the Independence of the United States of
America the One Hundred Sixty-first.*

CERTIFICATE OF AMENDMENT TO ORIGINAL
ARTICLES OF INCORPORATION
OF
COLUMBIA GORGE MINING COMPANY

WE HEREBY CERTIFY that a special meeting of stockholders of the COLUMBIA GORGE MINING COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Idaho, and licensed to do business in said state and maintaining its principal office in Kellogg, Shoshone County, State of Idaho, was held on the 14th day of November, A. D. 1936, at three o'clock P. M. of said day, pursuant to notice duly given in accordance with the statutes of the State of Idaho and the By-Laws of said corporation, notifying each and every stockholder of record, of the time, manner, place and purpose of said meeting; that a copy of said notice of said meeting, together with an affidavit of mailing said notice to each and every stockholder of record at his recorded address is on file in the record book of said corporation; one purpose of said meeting as noticed being to change the name of said corporation.

That said special meeting of stockholders of said corporation was called to order by R. L. Brainard, president of said corporation, and F. J. Schultze, secretary, recorded the minutes thereof. A canvass of the votes present disclosed the following:

Stock present in person:

R. L. Brainard,	5,500 shares,
C. A. Isaacs,	292,675 shares,
F. J. Schultze,	40,000 shares,
Lester S. Harrison,	1,347,650 shares,
Frank Jarvis,	16,640 shares,
W. C. Schulze,	1,300 shares,
J. T. LaFollette,	35,100 shares,
Total,	1,738,865 shares,

Stock by proxy:

C. A. Isaacs for:

C. L. Slaght,	200 shares,
Elizabeth E. Howard,	400 shares,
F. G. Howard,	1,200 shares,
A. W. Pringle,	200 shares,
Alice Hardy Mills,	1,500 shares,
Shirley P. Smith,	1,000 shares,
Dorothy Lois Smith,	400 shares,
Harry T. Irwin,	2,000 shares,
Leta E. Brock,	600 shares,

C. Harold Easter,	500 shares,
H. Hunter,	1,400 shares,
J. J. Bray,	300 shares,
E. E. McCray,	500 shares,
Harvey H. Morse,	106 shares,
Gertrude G. Cranson,	667 shares,
Clyde Bradley,	400 shares,
Peacock Floral Company,	400 shares,
Chas. Wendler,	164 shares,
E. J. Schulze,	5,000 shares,
W. W. Foote,	2,000 shares,

Lester S. Harrison for:

Dr. John W. Lande,	30 shares,
Bessie T. Fairleigh,	1,000 shares,
F. L. Phipps,	1,000 shares,
Fay Cornforth,	1,800 shares,
Russell A. Bankson,	1,000 shares,
Bert Clayton,	9,420 shares,
Mrs. Wilmot J. Burgess, Jr.,	2,434 shares,
Mrs. B. McKevitt,	2,667 shares,
Marie B. McKevitt Holmes,	534 shares,
Mrs. Tillie Whalen,	6,377 shares,
Dorothy Murphy,	54 shares,
Ann. P. Leahy,	600 shares,

F. J. Schultze for:

A. C. Barnekoff,	100 shares,
Dr. F. Louis Johnson,	200 shares,
J. H. Fredricy,	100 shares,
John Wilhelm,	200 shares,
S. W. Lazier,	500 shares,
Alva L. Day,	750 shares,
Wesley Fosnot,	400 shares,
Pearl A. Freelove,	440 shares,
A. A. Hunter,	3,167 shares,
Prescott Robison,	100 shares,
Mrs. Rose Robinson,	100 shares,
B. C. Martin,	300 shares,
Total,	52,204 shares,

Total present in person and by proxy,	1,791,069 shares,
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Total stock outstanding,	2,201,376 shares
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The above and aforementioned stock in said corporation represents more than 51% of the issued and outstanding capital stock of said corporation, to-wit, 81.3% was present in person and by proxy at said meeting and was entitled to vote thereat.

Among other things that took place at said meeting, the following resolution was unanimously adopted, to-wit:

"R E S O L U T I O N

"BE IT RESOLVED that the original Articles of Incorporation of this corporation be amended by amendment to Section I of said articles, which reads as follows:

'That the name of said corporation shall be COLUMBIAN MINING COMPANY,'

'That the name of this corporation shall be SILVER BOWL, INC.'

WITH 2 our hands and the seal of said Corporation this 17th day

of November, A. D. 1936.

R. L. Brannard
President.

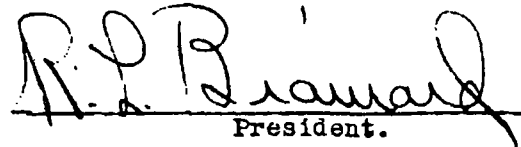
ATTEST:


Frank J. Schulze
Secretary.

R. L. Brannard
Ross L. Dwyer
Charles Easter
Frank J. Schulze
Directors.

STATE OF IDAHO)
) ss.
COUNTY OF SHOSHONE)


R. L. BRAINARD and F. J. SCHULTZE, each being duly sworn on oath, and not one for the other, depose and say: That they are the President and Secretary respectively of the Columbia Gorge Mining Company, a corporation; that they have read the foregoing Certificate and know the contents thereof and state that the facts therein stated are true.

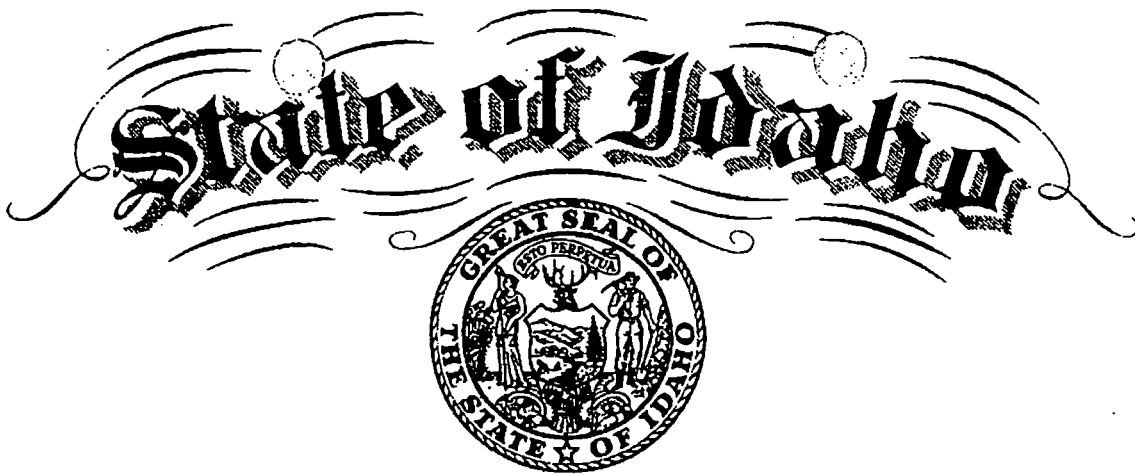

President.


Secretary.

Subscribed and sworn to before me this 17th day of November, A. D.

1936.


Notary Public in and for the State of
Idaho, residing at Kellogg, Idaho.



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

SILVER BOWL, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Eighteenth** day of **March**, 19 **65**, original articles of amendment, as provided by Sections **30-146, 30-147, 30-151 and 30-152, Idaho Code, Agreement of Merger by and between SILVER PIRATE MINING COMPANY; ALLIED SILVER, INC.; COEUR D'ALENE SILVER GIANT, INC.; and SILVER BOWL, INC., all Idaho corporations, the latter being the surviving corporation,**

and that the said articles of amendment contain the statement of facts required by law, and ^{will be} ~~are~~ recorded on Film No. **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **18th** day of **March**, A. D., 19 **65**.

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER, made this 9th day of February, 1965, by and between SILVER PIRATE MINING COMPANY, an Idaho corporation (hereinafter referred to as "Pirate"), ALLIED SILVER, INC., an Idaho corporation (hereinafter referred to as "Allied"), COEUR D'ALENE SILVER GIANT, INC., an Idaho corporation (hereinafter referred to as "Giant"), and all of which said corporations are at time hereinafter referred to as the "Constituent Corporations", and SILVER BOWL, INC., an Idaho corporation (hereinafter referred to as "Silver Bowl") and at times hereinafter referred to as the "Surviving Corporation";

W I T N E S S E T H:

WHEREAS, Silver Bowl, Inc., represents that it is a corporation duly organized and existing under the laws of the State of Idaho, maintaining its principal place of business at Kellogg, Idaho; that it has a capitalization of \$750,000.00 divided into 3,000,000 shares of common stock with a par value of 25¢ and assessable; that all 3,000,000 shares are outstanding; that attached hereto and marked "EXHIBIT A" is a list of the cash and personal property, as well as the real property belonging to said corporation, and listing all of the indebtedness of the corporation, if any; and

WHEREAS, Coeur d'Alene Silver Giant, Inc., represents that it is a corporation duly organized and existing under and by virtue of the laws of the State of Idaho and maintaining its principal office and place of business at Kellogg, Idaho; that it is at present doing business in the State of Idaho and is in good standing in said state; that it is capitalized for 3,000,000 shares of common stock with a par value of 10¢ per share, which stock is assessable, and there are 3,000,000 shares outstanding; that

attached hereto and marked "EXHIBIT B" is a list of the cash and personal property, as well as the real property belonging to said corporation, and listing all of the indebtedness of the corporation, if any; and

WHEREAS, Allied Silver, Inc., represents that it is a corporation duly organized and existing under the laws of the State of Idaho and maintaining its principal place of business at Kellogg, Idaho; that said corporation is doing business in said state and is in good standing; that it is capitalized for \$1,000,000 divided into 10,000,000 shares with a par value of 10¢ per share and non-assessable; that there are outstanding 5,128,655 shares; that attached hereto and marked "EXHIBIT C" is a list of the cash and personal property, as well as the real property belonging to said corporation, and listing all indebtedness of the corporation, if any; and

WHEREAS, Silver Pirate Mining Company represents that it is a corporation organized and existing under the laws of the State of Idaho and maintaining its principal place of business at Kellogg, Idaho; that it is doing business and is in good standing in said state; that it is capitalized for \$350,000.00 divided into 3,500,000 shares of assessable common stock with a par value of 10¢ per share; that there are issued and outstanding 1,000,000 shares; that attached hereto and marked "EXHIBIT D" is a list of the cash and personal property, as well as the real property belonging to said corporation, and listing all indebtedness of the corporation, if any; and

WHEREAS, the Board of Directors of each of the Constituent Corporations, in consideration of the mutual agreements of said Corporations as set forth herein, deem it advisable and generally to the welfare of said corporations and their respective shareholders, that Pirate, Allied, Giant and Silver

Bowl be merged into Silver Bowl, Inc., under and pursuant to the terms and conditions hereinafter set forth, the corporate existence of said Silver Bowl, Inc., to be continued under and pursuant to the laws of the State of Idaho and to be governed by the laws of the State of Idaho;

NOW, THEREFORE, each of the Constituent Corporations and the Surviving Corporation, by and between their respective Boards of Directors, in consideration of the premises and of the agreements, promises, covenants, grants and provisions herein contained, have agreed and do hereby agree with each other, subject to the adoption of this Agreement of Merger by the respective Stockholders of each of said Corporations, and subject to the conditions hereinafter set forth, that Silver Bowl, Inc., merge with Pirate, Allied and Giant, so that said Pirate, Allied and Giant become merged into Silver Bowl, Inc., with said Silver Bowl, Inc., as the surviving corporation.

And it is agreed in this connection that the capitalization of Silver Bowl, Inc., shall be increased from \$750,000.00 to \$2,500,000.00, divided into 10,000,000 shares with a par value of 25¢ per share, and that said stock be made non-assessable, and that the term of existence of said corporation be made perpetual.

The members of the governing board of the Corporation shall be styled Directors. All corporate powers of the Corporation shall be exercised by the Board of Directors, except as otherwise provided by statute or its By-Laws. The number of Directors of the Corporation which shall constitute the whole Board of Directors shall be not less than Three (3) nor more than Nine (9) provided, however, that the Board of Directors may from time to time at any meeting, by resolution, change the number of such

Board of Directors, except that in no case shall such number be less than Three (3) nor more than Nine (9). Vacancies caused by an increase in the number of Directors, or otherwise, may be filled by the affirmative vote of a majority of the Directors then in office, though less than a quorum. Directors so elected to fill vacancies shall hold office until the next annual meeting of the stockholders and until the election or appointment of their respective successors.

The number, the names and the places of residence of the Directors and Officers of the Corporation, who, subject to the provisions of the laws of the State of Idaho, shall hold office until the first annual meeting of the stockholders of the Corporation held subsequent to the Effective Date of the Merger and the election or appointment of their respective successors, are as follows:

DIRECTORS - SILVER BOWL, INC.

<u>Names</u>	<u>Addresses</u>
Lester S. Harrison	Kellogg, Idaho
Wendell R. Brainard	Kellogg, Idaho
Arthur Chelde	Spokane, Washington
Harry G. Alway	Wallace, Idaho
William Penney	Kellogg, Idaho
Stanley J. Harrison	Pinehurst, Idaho
M. A. Nash	Kellogg, Idaho

OFFICERS

<u>Office</u>	<u>Names</u>	<u>Addresses</u>
President	Lester S. Harrison	Kellogg, Idaho
Vice-President	Wendell R. Brainard	Kellogg, Idaho
Secretary-		
Treasurer	C. Whalen	Kellogg, Idaho

1. The Corporation is to have perpetual existence.
2. The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

3. The mode of carrying the Merger provided in this Agreement of Merger into effect and the manner and basis of converting the outstanding shares of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

Forthwith upon the filing and recording of this Agreement as required by law:

Each outstanding share of stock of Pirate shall be converted into one-half ($1/2$) share of the common stock of the Surviving Corporation and each holder of one share of the outstanding common stock of Pirate shall be entitled to receive one-half ($1/2$) share of said common stock of the Surviving Corporation.

Each outstanding share of common stock of Allied shall be converted into one-third ($1/3$) share of common stock of the Surviving Corporation and each holder of one share of the outstanding common stock of Allied shall be entitled to receive one-third ($1/3$) share of common stock of the Surviving Corporation.

Each outstanding share of common stock of Giant shall be converted into one-half ($1/2$) share of common stock of the Surviving Corporation and each holder of one share of the outstanding common stock of Giant shall be entitled to receive one-half ($1/2$) share of common stock of the Surviving Corporation.

For the purposes of the foregoing, "outstanding" shares shall not include issued shares of stock of a Constituent Corporation which, at the Effective Date of this Agreement, are owned by such Constituent Corporation and held in its treasury. All such shares so owned and held by a Constituent Corporation on the Effective Date of the Merger and all rights in respect thereof shall on said date be and become cancelled forthwith and nothing shall be issued in exchange therefor.

No fractional shares of common stock of the Surviving

4. When this Agreement of Merger is signed, acknowledged, filed and recorded as required by law, the separate existence of Pirate, of Allied and of Giant, shall cease and said parties and each of them shall be merged with and into the Surviving Corporation in accordance with the provisions of this Agreement of Merger, and in accordance with this Agreement of Merger, the Surviving Corporation shall possess all the rights, privileges, powers and franchises, as well as of a public as of a private nature, and to be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations, and all and singular the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal, and mixed, and all debts due any of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action, or belonging to any of the Constituent Corporations, shall be vested in the Surviving Corporation, and all property, rights, privileges and powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real or personal property whether by deed or otherwise, vested in any of the Constituent Corporations, shall not revert or be in any way impaired by reason of this Merger, provided, however, that all rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the time when this Agreement of Merger shall become effective, and all debts, liabilities and duties of the Constituent Corporations shall henceforth attach to the Surviving Corporation and may be enforced

against it to the same extent as if said debts, liabilities (including liabilities to dissenting shareholders of those Constituent Corporations which consummate the Merger contemplated hereby) and duties had been incurred or contracted by the Surviving Corporation.

If at any time the Surviving Corporation shall deem or be advised ~~that~~ any further assignments, assurances in law, or other acts or instruments are necessary or desirable to vest or confirm in the Surviving Corporation the title to any property or rights of any of the Constituent Corporations, the Constituent Corporations and their proper officers and directors shall and will execute and deliver all proper instruments and do all such acts and things as may be necessary or proper to vest or confirm title to such property in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger, provided, however, that this sub-paragraph shall not be construed as requiring any warranty of title or the conveyance of any right, title or interest in any such property and rights except that which is owned by the Constituent Corporations, respectively.

5. Each of the Constituent Corporations, by and through its Board of Directors, agrees to separately hold on or before the 30th day of March, 1965, in accordance with the laws of the State of Idaho, a duly called special meeting of its stockholders for the purpose of considering, authorizing, adopting, ratifying, and confirming this Agreement of Merger and the execution thereof and any and all written amendments, supplements and/or modifications thereof, to give effect to the Merger.

If the required votes of the stockholders of each of the Constituent Corporations shall be for the adoption of this Agreement, that fact shall be set forth in a certificate attached to the Agreement by the Secretary of each Constituent Corporation

under its respective corporate seal, and the Agreement so adopted and certified shall be signed by the President and Secretary of each Constituent Corporation under its respective corporate seal and acknowledged by the President of said Constituent Corporation to be the respective act, deed and agreement of said Corporation and fully executed counterparts of this Agreement so adopted, certified, signed and acknowledged, with evidence of such adoption in the manner and form required by the laws of Idaho, shall be filed in the Office of the Secretary of State of the State of Idaho and in the office of the County Auditor and Recorder of Shoshone County, Idaho, in accordance with Title 30 of the Idaho Code.

When used herein, the term "Effective Date" shall mean the date on which this Agreement of Merger shall be fully filed and recorded as aforesaid and this Agreement of Merger shall be effective on the Effective Date.

In the event this Agreement of Merger becomes cancelled, terminated and abandoned as to any Constituent Corporation or Constituent Corporations, the Constituent Corporations as to which this Agreement has not become cancelled, terminated, abandoned, null and void and of no force and effect shall amend this Agreement of Merger by deleting therefrom all reference to each Constituent Corporation as to which this Agreement has become cancelled, terminated and abandoned and all reference to the stockholders of each such Constituent Corporation and this Agreement of Merger as so amended shall be reprinted and re-executed by the remaining Constituent Corporations.

6. Each of the Constituent Corporations represents that from and after the date hereof until and including the 30th day of March, 1965, or the Effective Date, if any, whichever is

things necessary to preserve the title which it hereinabove represents it has in and to the unpatented mining claims, interests in mining claims, in mineral leases, in over-riding royalties, in capital stock, in personal property and other property, all as more particularly described in the respective exhibits hereto.

7. At all times hereafter until the transactions contemplated by this Agreement are consummated or said Agreement becomes null and void and of no further force and effect, each of the Constituent Corporations shall make available to each of the other Constituent Corporations all title reports, lease applications, maps, notices of location, amended notices of location and all other information and documents which said Constituent Corporations may have relating to or in respect of the mining claims, interests in mining claims, in mineral leases, in over-riding royalties, in capital stock, in personal property and other property described in the exhibits hereto.

8. Each of the Constituent Corporations agrees to deliver to each of the other Constituent Corporations, upon demand, a balance sheet prepared by certified public accountants, which balance sheet said Corporation represents will show that its financial condition is as represented hereinabove in the preamble to this Agreement. Each of the Constituent Corporations further represents that between the date of this Agreement and the 30th day of March, 1965, or the Effective Date, if any, whichever occurs earlier, it will not:

(a) Incur any liabilities of any kind whatsoever except for routine items in the ordinary course of its business operations;

(b) Authorize any increase in its capital stock, or issue any capital stock;

(c) Permit any payment of any dividends or allow any distributions to be made to its stockholders;

(d) Do anything whatsoever which will in any way result in its financial condition being worse than its financial condition as evidenced by said balance sheet to be delivered as hereinabove provided;

(e) Do anything or perform any act whatsoever which will in any way adversely affect the title and interest which it hereinabove represents it presently has in any and all unpatented mining claims, mineral leases, over-riding royalties, corporate stock, personal property and other property more particularly described in the appropriate one of the Exhibits hereto;

(f) That it will certify that all necessary steps were duly effected by said Constituent Corporation in accordance with the requirements of the statutes and laws of the United States and of the State of Idaho, in connection with this agreement of Merger and the Merger contemplated hereby and said Constituent Corporation has duly and validly approved, adopted and delivered this Agreement and this Agreement constitutes the valid and binding obligation of said Constituent Corporation and said Constituent Corporation is duly and validly empowered to consummate this Merger; and covering such other matters as any Constituent Corporations may reasonably request.

9. For the convenience of the parties hereto and to facilitate the filing and recording of this Agreement, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

10. This Agreement and its terms shall be binding upon and enure to the benefit of each of the Constituent Corporations and their respective successors.

IN WITNESS WHEREOF, each of the parties to this Agreement, pursuant to authority duly given by resolution of its respective

Boards of Directors, has caused these presents to be executed by
at least a majority of its Directors, and its corporate seal
affixed, all as of the day and year aforesaid.

SILVER BOWL, INC.,
an Idaho Corporation

By Stanley J. Harrison
President

Stanley J. Harrison
Stanley J. Harrison
Stanley J. Harrison
Stanley J. Harrison

ATTEST:

L. W. Hahn
Secretary

A majority of the Board of Directors

SILVER PIRATE MINING COMPANY,
an Idaho Corporation

By Albert M. Nash
President

Albert M. Nash
Robert L. Russell
Jess Hall
L. E. Pietsch
Donald J. Kitch

ATTEST:

M. A. Nash
Secretary

A majority of the Board of Directors

ALLIED SILVER, INC.
an Idaho Corporation

By [Signature]
President

[Signature]

Wendell R. Brainard

[Signature]

ATTEST:

[Signature]
Secretary

A majority of the Board of Directors

COEUR D'ALENE SILVER GIANT, INC.,
an Idaho Corporation

By [Signature]
President

[Signature]

Wendell R. Brainard

John B. [Signature]

ATTEST:

[Signature]
Secretary

A majority of the Board of Directors

SILVER PIRATE MINING COMPANY
(an Idaho corporation)

By Alberton Nash
President

Mr. A. Nash
Secretary

ALLIED SILVER, INC.
(an Idaho corporation)

By [Signature]
President

L. W. Holden
Secretary

COEUR D'ALENE SILVER GIANT, INC.
(an Idaho corporation)

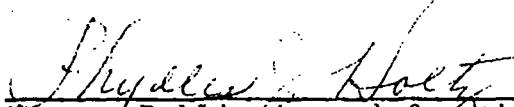
By Henry M. Glaway
President

L. W. Holden
Secretary

STATE OF IDAHO)
County of Shoshone) ss.

On this 17th day of March, A.D. 1965,
personally appeared before me LESTER S. HARRISON, who being by me
duly sworn, did say that he is the President of SILVER BOWL, INC.
and that said instrument was signed on behalf of the said
corporation after being authorized by Resolution of its directors
and approved by a two-thirds (2/3) vote of its shareholders, and
said LESTER S. HARRISON, as such President, acknowledged to me
that said corporation executed the same.

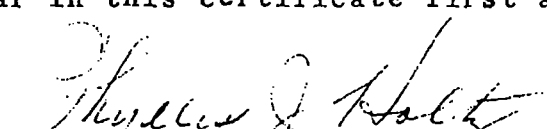
IN WITNESS WHEREOF, I have hereunto set my hand and
official seal the day and year in this certificate first above
written.


Notary Public in and for the State of
Idaho, residing at Kellogg, Idaho.
My commission expires Jan. 10, 1966.

STATE OF IDAHO)
County of Shoshone) ss.

On this 17th day of March, A.D. 1965,
personally appeared before me ALBERT M. NASH, who being by me
duly sworn, did say that he is the President of SILVER PIRATE
MINING COMPANY, and said instrument was signed on behalf of said
corporation after being authorized by Resolution of its Directors
and approved by a two-thirds (2/3) vote of its shareholders, and
said ALBERT M. NASH, as such President, acknowledged to me that
said corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal the day and year in this certificate first above
written.


Notary Public in and for the State of
Idaho, residing at Kellogg, Idaho.

STATE OF IDAHO)
County of Shoshone) ss.

On this 17th day of March, A.D. 1965,
personally appeared before me LESTER S. HARRISON, who being by
me duly sworn, did say that he is the President of ALLIED SILVER,
INC., and that said instrument was signed on behalf of said
corporation after being authorized by Resolution of its Directors
and approved by a two-thirds (2/3) vote of its shareholders, and
said LESTER S. HARRISON, as such President, acknowledged to me
that said corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal the day and year in this certificate first above
written.

Phyllis A. Holt
Notary Public in and for the State of
Idaho, residing at Kellogg, Idaho.
My commission expires Jan. 10, 1966.

STATE OF IDAHO)
County of Shoshone) ss.

On this 17th day of March, A.D. 1965,
personally appeared before me HARRY G. ALWAY, who being by me duly
sworn, did say that he is the President of COEUR D'ALENE SILVER
GIANT, INC., and that said instrument was signed on behalf of said
corporation after being authorized by Resolution of its Directors
and approved by a two-thirds (2/3) vote of its shareholders, and
said HARRY G. ALWAY, as such President, acknowledged to me that
said corporation executed the same.

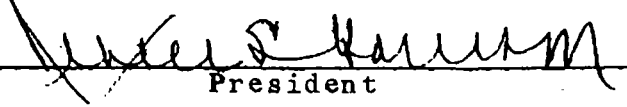
IN WITNESS WHEREOF, I have hereunto set my hand and
official seal the day and year in this certificate first above
written.


Phyllis A. Holt
Notary Public in and for the State of
Idaho, residing at Kellogg, Idaho.
My commission expires Jan. 10, 1966.

The above AGREEMENT OF MERGER having been approved by Resolution of the respective Boards of Directors of Silver Bowl, Inc., Silver Pirate Mining Company, Allied Silver, Inc., and Coeur d'Alene Silver Giant, Inc., and all of said corporations being organized and existing under and by virtue of the laws of the State of Idaho, and by Resolution of each of the respective Boards of Directors, the said AGREEMENT OF MERGER was duly adopted, and thereafter having been duly adopted and approved by the respective shareholders of Silver Bowl, Inc., Silver Pirate Mining Company, Allied Silver, Inc., and Coeur d'Alene Silver Giant, Inc., at meetings separately called and held, by the affirmative vote of holders of two-thirds (2/3) of the voting power of the respective shareholders in the manner prescribed by Title 30 of Volume 5 of the Idaho Code, and laws and acts supplementary thereto and amendatory thereof, and said AGREEMENT OF MERGER having been duly adopted by a two-thirds (2/3) vote of the voting power of each of said corporations, and that fact having been certified on said AGREEMENT OF MERGER by the Secretary of each of said corporations, the President and Secretary of each of said corporations do now execute said AGREEMENT OF MERGER under the corporate seal of their respective corporations by authority of the directors and shareholders as the respective act, deed and agreement of each of said corporations on the 17th day of March, 1965.

SILVER BOWL, INC.,
(an Idaho corporation)

By


President


Secretary

I. C. WHALEN, Secretary of SILVER BOWL, INC., a corporation, hereby certify, as such Secretary, and under the seal of said corporation, that the Agreement of Merger to which this certificate is attached, after having been duly approved by Resolution of the Board of Directors of SILVER BOWL, INC., and by Resolutions of the respective Boards of Directors of Silver Pirate Mining Company, Allied Silver, Inc., and Coeur d'Alene Silver Giant, Inc., all corporations having been organized and existing under and by virtue of the laws of the State of Idaho, and having been signed by the President and Secretary and a majority of the Directors of each of said corporations, including SILVER BOWL, INC., and the adoption of said Agreement of Merger having been duly submitted to the shareholders of SILVER BOWL, INC., for approval at a meeting of said shareholders duly called separately in the manner provided in Section 30-133 of Volume 5 of the Idaho Code, and laws and acts supplementary thereto and amendatory thereof, for calling stockholders' meetings, and at that said meeting the Agreement of Merger, after having been adopted by the Directors of SILVER BOWL, INC., was adopted by the affirmative vote of holders of 2,508,941 shares, being the holders of at least two-thirds (2/3) of the voting power of all outstanding shares of said SILVER BOWL, INC.

WITNESS my hand and the seal of said SILVER BOWL, INC., on the 17th day of March, 1965.

I. C. Whalen
Secretary

I, M. A. NASH, Secretary of SILVER PIRATE MINING COMPANY, a corporation, hereby certify, as such Secretary, and under the seal of said corporation, that the Agreement of Merger to which this certificate is attached, after having been duly approved by Resolution of the Board of Directors of SILVER PIRATE MINING COMPANY, and by Resolutions of the respective Boards of Directors of Silver Bowl, Inc., Allied Silver, Inc., and Coeur d'Alene Silver Giant, Inc., all corporations having been organized and existing under and by virtue of the laws of the State of Idaho, and having been signed by the President and Secretary and a majority of the Directors of each of said corporations, including SILVER PIRATE MINING COMPANY, and the adoption of said Agreement of Merger having been duly submitted to the shareholders of SILVER PIRATE MINING COMPANY for approval at a meeting of said shareholders duly called separately in the manner provided in Section 30-133 of Volume 5 of the Idaho Code, and laws and acts supplementary thereto and amendatory thereof, for calling stockholders' meetings, and at that said meeting the Agreement of Merger, after having been adopted by the Directors of SILVER PIRATE MINING COMPANY, was adopted by the affirmative vote of holders of 962,050 shares, being the holders of at least two-thirds (2/3) of the voting power of all outstanding shares of said SILVER PIRATE MINING COMPANY.

WITNESS my hand and the seal of said SILVER PIRATE MINING COMPANY on the 17th day of March, 1965.


Secretary

I, C. WHALEN, Secretary of ALLIED SILVER, INC., a corporation, hereby certify, as such Secretary, and under the seal of said corporation, that the Agreement of Merger to which this certificate is attached, after having been duly approved by Resolution of the Board of Directors of ALLIED SILVER, INC., and by Resolutions of the respective Boards of Directors of Silver Bowl, Inc., Silver Pirate Mining Company and Coeur d'Alene Silver Giant, Inc., all corporations having been organized and existing under and by virtue of the laws of the State of Idaho, and having been signed by the President and Secretary and a majority of the Directors of each of said corporations, including ALLIED SILVER, INC., and the adoption of said Agreement of Merger having been duly submitted to the shareholders of ALLIED SILVER, INC., for approval at a meeting of said shareholders duly called separately in the manner provided in Section 30-133 of Volume 5 of the Idaho Code, and laws and acts supplementary thereto and amendatory thereof, for calling stockholders' meetings, and at that said meeting the Agreement of Merger, after having been adopted by the Directors of ALLIED SILVER, INC., was adopted by the affirmative vote of holders of 6,928,655 shares, being the holders of at least two-thirds (2/3) of the voting power of all outstanding shares of said ALLIED SILVER, INC.

WITNESS my hand and the seal of said ALLIED SILVER, INC., on the 17th day of March, 1965.

C. Whalen
Secretary

I, C. WHALEN, Secretary of COEUR D'ALENE SILVER GIANT, INC., a corporation, hereby certify, as such Secretary and under the seal of said corporation, ~~that~~ the Agreement of Merger to which this certificate is attached, after having been duly approved by Resoltuion of the Board of Directors of COEUR D'ALENE SILVER GIANT, INC., and by Resolutions of the respective Boards of Directors of Silver Bowl, Inc., Silver Pirate Mining Company and Allied Silver, Inc., all corporations having been organized and existing under and by virtue of the laws of the State of Idaho, and having been signed by the President and Secretary and a majority of the Directors of each of said corporations, including COEUR D'ALENE SILVER GIANT, INC., and the adoption of said Agreement of Merger having been duly submitted to the shareholders of COEUR D'ALENE SILVER GIANT, INC., for approval at a meeting of said shareholders duly called separately in the manner provided in Section 30-133 of Volume 5 of the Idaho Code, and laws and acts supplementary thereto and amendatory thereof, for calling stockholders' meetings, and at that said meeting the Agreement of Merger, after having been adopted by the Directors of COEUR D'ALENE SILVER GIANT, INC., was adopted by the affirmative vote of holders of 2,113,302 shares, being the holders of at least two-thirds (2/3) of the voting power of all outstanding shares of said COEUR D'ALENE SILVER GIANT, INC.

WITNESS my hand and the seal of said COEUR D'ALENE SILVER GIANT, INC., on the 17th day of March, 1965.

C. Whalen
Secretary



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

SILVER BOWL, INC.

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Eighteenth** day of **March**, 19 **65**, original articles of amendment, as provided by Section s 30-146, 30-147, 30-148, and 30-160, Idaho Code, amending ARTICLE III, increasing authorized capital stock from \$750,000.00 to \$2,500,000.00, divided into 10,000,000 shares @ par value of \$.25 per share; and ARTICLE V, making corporate existence perpetual,

and that the said articles of amendment contain the statement of facts required by law, and ~~are~~^{will be} recorded on ~~File No.~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **18th** day of **March**, A. D., 19 **65**.

CERTIFICATE OF AMENDMENT
TO THE
ORIGINAL ARTICLES OF INCORPORATION
OF

1965

SILVER BOWL, INC.

We hereby certify that a special meeting of the stockholders of Silver Bowl, Inc., a corporation organized and operating under and by virtue of the laws of the State of Idaho and qualified to do business in said state and maintain its principal office in Shoshone County, State of Idaho, was held on the 17th day of March, 1965, at the hour of 10:00 o'clock A.M. (Mountain Standard Time) of said day, at 120 North Hill Street, Kellogg, Shoshone County, State of Idaho. Said meeting was held pursuant to more than thirty (30) days' notice to all stockholders of record, notifying said stockholders of said special meeting and the purposes thereof. That at said meeting more than two-thirds (2/3) of the issued and outstanding stock entitled to vote at said meeting was present and voting. A copy of said notice of said meeting, together with Affidavit of Mailing said notice, is filed in the record book of said corporation.

That at said special meeting of stockholders of said corporation, the meeting was called to order by the president and the secretary recorded the minutes thereof. A canvass of the stockholders present, both in person and by proxy, disclosed that the holders of more than two-thirds (2/3) of the voting power of all shareholders was present and voting at said meeting.

Among other things that took place at said meeting, the following Resolutions were adopted, to-wit:

R E S O L U T I O N

BE IT RESOLVED that Article III of the original Articles of Incorporation, which reads as follows:

"That the amount of capital stock is \$750,000.00 divided into 3,000,000 shares of the par value of twenty-five (25¢) cents per share,"

be amended to read:

"That the amount of capital stock is \$2,500,000.00 divided into 10,000,000 shares of the par value of twenty-five (25¢) cents per share and non-assessable."

And:

R E S O L U T I O N

BE IT RESOLVED that Article V of said original Articles of Incorporation, which reads as follows:

"The term for which this corporation is to be in existence is fifty (50) years,"

be amended to read:


"The term for the existence of this corporation shall be perpetual."

That said Resolutions were adopted by a vote of more than two-thirds (2/3) of the issued and outstanding stock of said corporation at said special meeting.

WITNESS our hands this 17th day of March, 1965.



President



Secretary

STATE OF IDAHO)
County of Shoshone) ss.

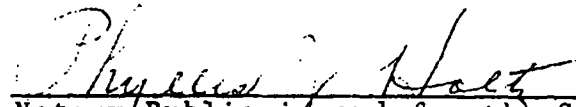
LESTER S. HARRISON and C. WHALEN, each being duly sworn on oath and not one for the other, depose and say:

That they are the president and secretary, respectively, of Silver Bowl, Inc., a corporation; that they have read the foregoing Certificate of Amendment of the Original Articles of Incorporation of Silver Bowl, Inc., know the contents thereof, and state that the facts therein stated are true.


Lester S. Harrison


C. Whalen

Subscribed and sworn to before me this 17th day of March,
1965.


Notary Public in and for the State of
Idaho, residing at Kellogg, Idaho.
My commission expires Jan. 10, 1966.